

UNITED STATES STEEL CORP  
 Form 4  
 November 12, 2014

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Williams Michael S

2. Issuer Name and Ticker or Trading Symbol  
 UNITED STATES STEEL CORP  
 [X]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 600 GRANT STREET, 61ST FLOOR  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 11/07/2014

\_\_\_\_ Director  
 Officer (give title below) Sr VP-Strategic Plan & Bus Dev  
 \_\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)

PITTSBURGH, PA 15219

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 \_\_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3)              | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|----------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                              |                                      |                                                    | Code                           | V                                                                 | Amount or Price                                                                               |                                                          |                                                       |
| United States Steel Corporation Common Stock | 11/07/2014                           |                                                    | M                              |                                                                   | 14,947 A \$ 29.805                                                                            | 61,028                                                   | D                                                     |
| United States Steel Corporation Common Stock | 11/07/2014                           |                                                    | M                              |                                                                   | 20,760 A \$ 22.305                                                                            | 81,788                                                   | D                                                     |
|                                              | 11/07/2014                           |                                                    | M                              |                                                                   | 9,100 A \$ 25                                                                                 | 90,888                                                   | D                                                     |

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|                                              |            |   |        |   |           |          |   |  |                |
|----------------------------------------------|------------|---|--------|---|-----------|----------|---|--|----------------|
| United States Steel Corporation Common Stock |            |   |        |   |           |          |   |  |                |
| United States Steel Corporation Common Stock | 11/07/2014 | S | 15,297 | D | \$ 37.38  | 75,591   | D |  |                |
| United States Steel Corporation Common Stock | 11/07/2014 | S | 5,000  | D | \$ 37.384 | 70,591   | D |  |                |
| United States Steel Corporation Common Stock | 11/07/2014 | S | 9,100  | D | \$ 37.385 | 61,491   | D |  |                |
| United States Steel Corporation Common Stock | 11/07/2014 | S | 1,047  | D | \$ 37.39  | 60,444   | D |  |                |
| United States Steel Corporation Common Stock | 11/07/2014 | S | 8,178  | D | \$ 37.395 | 52,266   | D |  |                |
| United States Steel Corporation Common Stock | 11/07/2014 | S | 1,185  | D | \$ 37.41  | 51,081   | D |  |                |
| United States Steel Corporation Common Stock | 11/07/2014 | S | 5,000  | D | \$ 37.414 | 46,081   | D |  |                |
| United States Steel Corporation Common Stock |            |   |        |   |           | 2,366.88 | I |  | By 401(k) Plan |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Stock Option <u>(1)</u>                    | \$ 29.805                                              | 11/07/2014                           |                                                    | M                              | 14,947                                                                                  | <u>(2)</u> 05/26/2019                                    | Common Stock                                                  | 14,947                        |
| Stock Option <u>(1)</u>                    | \$ 22.305                                              | 11/07/2014                           |                                                    | M                              | 20,760                                                                                  | <u>(2)</u> 05/29/2022                                    | Common Stock                                                  | 20,760                        |
| Stock Option <u>(1)</u>                    | \$ 25                                                  | 11/07/2014                           |                                                    | M                              | 9,100                                                                                   | <u>(2)</u> 05/28/2023                                    | Common Stock                                                  | 9,100                         |

## Reporting Owners

| Reporting Owner Name / Address                                             | Relationships |           |                                |       |
|----------------------------------------------------------------------------|---------------|-----------|--------------------------------|-------|
|                                                                            | Director      | 10% Owner | Officer                        | Other |
| Williams Michael S<br>600 GRANT STREET, 61ST FLOOR<br>PITTSBURGH, PA 15219 |               |           | Sr VP-Strategic Plan & Bus Dev |       |

## Signatures

/s/ Arden T. Phillips by Power of Attorney  
 11/11/2014  
 \*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) United States Steel Corporation Common Stock

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(2) Option grant vests ratably over three years, one-third on each of the first, second and third grant date anniversaries.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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